

RECORDATION NO. 27892 FILED

APR 09 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

April 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: RBSAF 98-049

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of April 9, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, TX 76131

A description of the railroad equipment covered by the enclosed document is:

21 pieces of maintenance of way equipment manufactured by Nordco, Inc., Racine Railroad Products Inc., Kershaw Manufacturing Co., Superior Sales and Miller as more particularly set forth in the attachment to the document, a copy of which is attached hereto.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 049.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 049 is 84 months commencing as of April 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 049 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
5	Nordco	CX-N	Spiker w/Nipper	410823	X4400420
				410821	X4400418
				410822	X4400419
				410825	X4400422
				410824	X4400421
3	Racine	DAA	Dual Anchor Adjuster	DAA-261-08	X0100551
				DAA-262-08	X0100552
				DAA-263-08	X0100556
1	Kershaw	12-12	Tie Crane	12-1214-08	X6000293
2	Kershaw	46-60	Ballast Regulator	46-654-08	X0600456
				46-655-08	X0600457
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL152-08	J6300026
1	Kershaw	46-60	Ballast Regulator	46-656-08	X0600458
1	Superior Sales	SHC6301	Hopper Cart	SHC4743-08	X8700067
1	Kershaw	46-60	Ballast Regulator	46-653-08	X0600455
2	Miller	302D	Diesel Welder	LJ011038Q	X7701927
				LJ011051Q	X7701928

2	Miller	302D	Diesel Welder	LJ050550Q LJ050555Q	X7701929 X7701930
1	Miller	302D	Diesel Welder	LJ050556Q	X7701931
1	Miller	302D	Diesel Welder	LJ050557Q	X7701932

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MEMORANDUM OF LEASE

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is entered into as of April 9, 2009, by and between RBS Asset Finance, Inc., a New York corporation having its principal place of business at 71 S. Wacker Drive, 28th Floor, Chicago, IL 60606 ("Lessor") and BNSF Railway Company, a Delaware corporation having its principal place of business at 2650 Lou Menk Drive, Fort Worth, TX 76131 ("Lessee").

Lessor and Lessee have entered into Lease Agreement No. 98 effective as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"). Pursuant to the Master Lease, Lessor and Lessee may enter into one or more Equipment Schedules from time to time that are identified as being pursuant to the Master Lease and incorporate by reference the terms and conditions of the Master Lease (each, as amended, supplemented or otherwise modified from time to time, an "Equipment Schedule").

Lessor and Lessee have entered into the Equipment Schedule described on the attached Exhibit A, which is incorporated herein by this reference, pursuant to which Lessor will lease the property described on Exhibit A (the "Equipment") to Lessee for the initial term described on Exhibit A.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

RBS ASSET FINANCE, INC.,
Lessor

By Keri Alberts

Name Keri Alberts
Assistant Vice President

Title _____

BNSF RAILWAY COMPANY,
Lessee

By L. Steven Vollmer

Name L. Steven Vollmer
General Director - Finance

Title _____

State of IL)
) ss:
County of COOK)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Keri Alberts, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 9th day of April, 2009.



Sarah Sanchez
Notary Public

State of Texas)
) ss:
County of Tarrant)

BEFORE ME, a Notary Public in and for said County and State, personally appeared BNSF Railway Company, a Delaware corporation (the "Corporation"), by L. Steven Vollmer, its General Director - Finance, who acknowledged that he signed the foregoing Memorandum of Lease and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Fort Worth, Texas, this 8 day of April, 2009.



Beth K. Ventimiglia
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 049.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 049 is 84 months commencing as of April 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 049 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
5	Nordco	CX-N	Spiker w/Nipper	410823 410821 410822 410825 410824	X4400420 X4400418 X4400419 X4400422 X4400421
3	Racine	DAA	Dual Anchor Adjuster	DAA-261-08 DAA-262-08 DAA-263-08	X0100551 X0100552 X0100556
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2	Kershaw	46-60	Ballast Regulator	46-654-08 46-655-08	X0600456 X0600457
1	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL152-08	J6300026
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2	Miller	302D	Diesel Welder	LJ011038Q LJ011051Q	X7701927 X7701928

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1	Miller	302D	Diesel Welder	LJ050556Q	X7701931
1	Miller	302D	Diesel Welder	LJ050557Q	X7701932

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

4/9/09



Robert W. Alvord